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FILED
LOS ANGELES SUPERIOR COURT

FEB 10 2011

JOHN A. CLARKE, CLERK
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SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES

In re

THE SJB REVOCABLE TRUST,
Dated July 26, 2004

Case No. BP 109 096

**EX PARTE PETITION FOR
MODIFICATION AND CLARIFICATION
OF THE COURT'S SEPTEMBER 30, 2010
INVESTMENT ORDER**

Date:
Time: 8:30 a.m.
Dept.: Room 258

Assigned to Hon. Reva Goetz

1 Ivan Taback, as Trustee of The SJB Revocable Trust dated July 26, 2004 (the "SJB
2 Trust") respectfully brings this verified Ex Parte Petition for Modification and Clarification of the
3 Court's September 30, 2010 Investment Order (the "Petition"), as follows:

4 **PURPOSE**

5 1. The purpose of this Petition is to modify and clarify the September 30, 2010
6 Order of this Court, which authorized the Trustee to delegate certain of his investment powers as
7 to the assets of the SJB Trust to designated professional investment managers. Specifically, the
8 Trustee seeks to modify the December 15, 2010 Order to replace UBS Financial Services, Inc.
9 ("UBS") with Morgan Stanley Smith Barney LLC ("MSSB") in view of the fact that the
10 investment advisors who were selected to manage the investment of the assets of the SJB Trust
11 have moved from UBS to MSSB. The Trustee further seeks to clarify the scope of authority of
12 ML and MSSB in investing the assets of the Conservatorship.

13 **PROCEDURAL BACKGROUND**

14 2. **The Trustee's Investment Powers Petition and the Court's Investment**
15 **Order.** The Trustee previously brought an *Ex Parte* Petition re Investment Powers and Strategy
16 (the "Investment Powers Petition"). By the Investment Powers Petition, the Trustee sought an
17 order authorizing him to delegate certain of his investment powers as to the assets of the SJB Trust
18 to designated professional investment managers. The Trustee further sought an order authorizing
19 them to invest the assets of the SJB Trust with the assets of the Conservatorship of the Estate of
20 Britney Jean Spears in separate accounts, but as a unified whole consistent with an investment
21 plan. The Court granted the Investment Powers Petition on September 30, 2010 and authorized
22 the Trustee to invest the SJB Trust assets with UBS. This Court granted the *Ex Parte* Petition re
23 Investment Powers and Strategy on September 30, 2010 (the "Investment Order").

24 3. **The Investment Advisors at UBS Move to Morgan Stanley.** The Trustee
25 specifically selected Robin Krasny and Mark Lewis of UBS as the investment advisors to manage
26 the investment of the assets of the SJB Trust. Ms. Krasny and Mr. Lewis recently moved from
27 UBS to MSSB. The Trustee therefore seeks to move the SJB Trust assets previously invested with
28 UBS to MSSB.

1 **REQUEST FOR MODIFICATION AND CLARIFICATION**
2 **OF THE INVESTMENT ORDER**

3 4. The Trustee requests that the Court modify and clarify the Investment Order
4 by issuing an Order as follows:

5 a. Ivan Taback, as Trustee of the SJB Trust, may delegate the sole
6 responsibility of selecting, investing in and monitoring the particular investment vehicles for the
7 SJB Trust assets, as well as the strategies utilized in the investment of the assets of the SJB Trust
8 in accordance with the prudent investor rule and the portfolio allocations of the SJB Trust assets
9 set forth in the Petition, to professional investment advisors MSSB in accordance with Probate
10 Code § 16052.

11 b. MSSB, acting on behalf of the Trustee of the SJB Trust, may invest
12 the assets of the Trust with the investment plan set forth in Exhibits A and B to the *Ex Parte*
13 Petition re Investment Powers and Strategy, with the approximate combined overall allocations for
14 investment of the SJB Trust assets with these investment advisors as previously presented to this
15 Court in Exhibits A and B to the Investment Powers Petition, and which takes into account the
16 unified investment strategy for both the SJB Trust assets and the assets in the conservatorship of
17 Britney Jean Spears.

18 c. The annualized MSSB investment advisors' fees of approximately
19 0.99% of the portfolio invested with MSSB, which may vary slightly due to market movement and
20 fund manager selection, are approved.

21 d. MSSB may work together with Mr. Taback and the Co-
22 Conservators of the Estate of Britney Jean Spears and their agents to develop and maintain an
23 overall investment strategy that meets the needs of the Conservatee and the trust beneficiaries and
24 minimizes overlaps and duplication.

25 e. The Trustee's duties to the beneficiaries of the SJB Trust regarding
26 the investment of the SJB Trust assets will be limited to review of monthly statements,
27 participating in regularly scheduled telephone conferences to review the investment strategies and
28 performance of the portfolio from time to time – at least quarterly, but not more frequently than

1 monthly; and by performing periodic reviews of the overall performance of MSSB and their
2 compliance with the terms of the Trustee's delegation of responsibility.

3 f. MSSB has authority to engage investment managers, investment
4 companies, investment advisors and other related investment entities, in its discretion, consistent
5 with the investment strategies of the SJB Trust.

6 5. **Notice.** Notice of the time, date and location of the *ex parte* hearing on this
7 Petition has been given to all persons entitled to notice under California law, as set forth in the
8 Declaration of Clark R. Byam re Notice and Urgency filed concurrently with this *Ex Parte*
9 Petition.

10 6. **Special Notice.** No request for special notice has been made in this matter.

11 WHEREFORE, the Trustee prays as follows:

12 1. For an Order of the Court modifying and clarifying the Investment Order as
13 follows:

14 a. Ivan Taback, as Trustee of The SJB Revocable Trust (the "SJB
15 Trust"), may delegate the sole responsibility of selecting, investing in and monitoring the
16 particular investment vehicles for the SJB Trust assets, as well as the strategies utilized in the
17 investment of the assets of the SJB Trust in accordance with the prudent investor rule and the
18 portfolio allocations of the SJB Trust assets set forth in the Investment Powers Petition, to
19 professional investment advisors, Morgan Stanley Smith Barney LLC ("MSSB"), in accordance
20 with Probate Code § 16052.

21 b. MSSB, acting on behalf of the Trustee of the SJB Trust, may invest
22 the assets of the Trust with the investment plan set forth in Exhibits A and B to the Investment
23 Powers Petition, which takes into account the unified investment strategy for both the SJB Trust
24 assets and the assets in the conservatorship of Britney Jean Spears.

25 c. The annualized MSSB investment advisors' fees of approximately
26 0.99% of the portfolio invested with MSSB, which may vary slightly due to market movement and
27 fund manager selection, are approved.

1 d. MSSB may work together with Mr. Taback and the Co-
2 Conservators of the Estate of Britney Jean Spears and their agents to develop and maintain an
3 overall investment strategy that meets the needs of the Conservatee and the trust beneficiaries and
4 minimizes overlaps and duplication.

5 e. The Trustee's duties to the beneficiaries of the SJB Trust regarding
6 the investment of the SJB Trust assets will be limited to review of monthly statements,
7 participating in regularly scheduled telephone conferences to review the investment strategies and
8 performance of the portfolio from time to time – at least quarterly, but not more frequently than
9 monthly; and by performing periodic reviews of the overall performance of MSSB and their
10 compliance with the terms of the Trustee's delegation of responsibility.

11 f. MSSB has authority to engage investment managers, investment
12 companies, investment advisors and other related investment entities, in its discretion, consistent
13 with the investment strategies of the SJB Trust.

14 2. For such other orders as this Court deems proper.

15
16 DATED: February 9, 2011

Respectfully submitted,
HAHN & HAHN LLP


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19 By: Clark R. Byam
20 CLARK R. BYAM
21 Attorneys for Ivan Taback
22 Trustee of The SJB Revocable Trust
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VERIFICATION

I, the undersigned, declare that I am a petitioner in the within matter; that all of the statements made herein are true of my own knowledge except as to those matters stated on information and belief, and as to those matters, I believe the same to be true.

I declare under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct, and that this declaration is executed on February 8, 2011, at New York, New York.


Ivan Taback

02/18/2011